

EXHIBIT B

Articles of Incorporation

and

Certificate of Authority to Transact Business

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

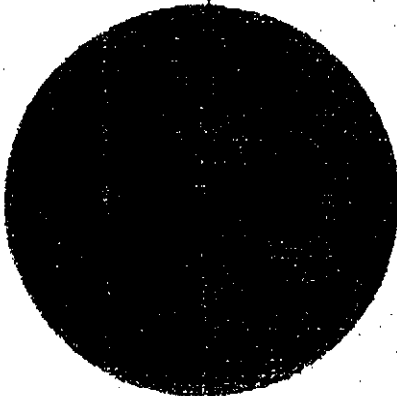
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Stonebridge Communications, Inc.

Corporate Charter Number: 110-888

Chapter Formed Under: 302A

This certificate has been issued on 03/23/2001.



Mary Kiffmeyer
Secretary of State.

ARTICLES OF INCORPORATION

OF

Stonebridge Communications, Inc

The undersigned, a natural person of full age, for the purpose of forming a corporation under Minnesota Statutes, Chapter 302A, does hereby adopt the following Articles of Incorporation. /

ARTICLE I

NAME

The name of this corporation shall be
Stonebridge Communications, Inc. m

ARTICLE II

REGISTERED OFFICE

The registered office of this corporation is located at
1711 West County Rd B, #330N, Roseville, MN 55113. /

ARTICLE III

INCORPORATOR

The name and address of the incorporator is:
Andrew C Fraser
5501 Lakeland Avenue N, #102
Crystal, MN 55429

ARTICLE IV

CAPITAL

The aggregate number of share of stock which this corporation shall have the authority to issue is five thousand (5,000) share with a par value of One Dollar (\$1.00) per share. /

ARTICLE V

SHAREHOLDER VOTING

No shareholder of this corporation shall be entitled to any cumulative voting rights.

088752

ARTICLE VI

PREEMPTIVE RIGHTS

No shareholder of this corporation shall have any preferential, preemptive, or other rights of subscription to any shares of any class or series of stock of this corporation allotted or sold or to be allotted or sold, whether now or hereafter authorized, or to any obligations or securities convertible into any class or series of stock of this corporation.

ARTICLE VII

BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors is:
Andrew C Fraser, 1711 West County Rd B, #330N, Roseville, MN 55113.

ARTICLE VIII

DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the corporation's stock under Minnesota Statutes, Section 302A.559, or on violations of federal or state securities laws; (iv) liability for any transaction from liability for any act or omission occurring prior to the date this Article VIII becomes effective. If Minnesota Statutes, Chapter 302A, hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Chapter 302A. Any repeal of this provision as a matter of law or any modification of this Article by the shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on March 22, 2001.

INCORPORATOR:

Andrew Fraser
Andrew C Fraser

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 23 2001

Mary H. Hoffmann
Secretary of State

Form BCA-13.15 (Rev. Jan. 1999)	APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS	SUBMIT IN DUPLICATE!
Jesse White, Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1834 http://www.sos.state.il.us	This space for use by Secretary of State	This space for use by Secretary of State
Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."		Date Licence Franchise Tax \$ Filing Fee \$ Penalties \$ Approved:

1. (a) CORPORATE NAME: STONEBRIDGE COMMUNICATIONS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: MINNESOTA

(b) Date of Incorporation: 3/23/01

(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

1711 WEST COUNTY RD. B, #330N

NONE

ROSEVILLE, MN 55113

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CORPORATION SERVICE COMPANY

First Name

Middle Name

Last Name

Registered Office 422 NORTH NORTHWEST HIGHWAY, SUITE 150

Number

Street

Suite #

PARK RIDGE, IL 60068

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	TIMOTHY HENDRICKSON	7190 UPPER 157 ST. W.	APPLE VALLEY	MN	55124
Secretary	JAMES HOLMQUIST	2310 OAK GLEN CT.	STILLWATER	MA	55082
Director	JAMES HOLMQUIST	2310 OAK GLEN CT.	STILLWATER	MA	55082
Director	TIMOTHY HENDRICKSON	7190 UPPER 157 ST. W.	APPLE VALLEY	MN	55124
Director					

If more than 3, attach list

